RULES OF ORGANIZATION AND PROCEDURE
Of the Board of Directors of the
Cook County Health and Hospitals System

Amended January 30, 2015

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Preamble

The Cook County Board of Commissioners established the Cook County Health and Hospitals System ("CCHHS") by Ordinance. The CCHHS is governed by a Board of Directors ("System Board") as set forth in the Ordinance. The Ordinance sets forth the mission of the CCHHS and the general powers and duties of the System Board. In order to provide for the orderly implementation of the Ordinance, the System Board adopts these Rules.

Rule 1. Purpose.

The purpose of these Rules is to:

(a) Provide appropriate procedures and organization for the System Board to conduct its business in an orderly and efficient manner; and

(b) Foster accountability in the CCHHS.

Rule 2. Definitions.

The following words, terms and phrases, when used in these Rules, shall have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning:

(a) *Affiliate or CCHHS Affiliate* means the health care entities comprising the Cook County Health and Hospitals System including; the Ambulatory Community Health Network of Cook County, including the Ruth M. Rothstein CORE Center of Cook County; Cermak Health Services of Cook County; the Cook County Department of Public Health; Provident Hospital of Cook County; and the John H. Stroger, Jr. Hospital of Cook County.

(b) *CCHHS* means the Cook County Health and Hospitals System.

(c) *Chair* means the Chair of the System Board.

(d) *Committee Chair* means the chair of a Standing or Special Committee.

(e) *Committee* means a committee of the System Board and includes a Standing Committee or Special Committee.

(f) *Director* means a currently serving member of the System Board.

(g) *Non-Director* means a member of a Committee or a Subcommittee who shall not have a vote; shall not be entitled to make or second motions; and shall not be considered for a quorum.

(h) *Ordinance* means the Cook County Ordinance Establishing the Cook County Health and Hospitals System, as amended from time to time.

(i) *Presiding Officer* means the Chair of the System Board for meetings of the System Board; the appointed Committee Chair for meetings of Committees; the appointed Subcommittee Chair for meetings of Subcommittees; or in the absence of the Chair, Committee Chair or Subcommittee Chair or during the temporary inability of the Chair, Committee Chair or Subcommittee to act, the Director appointed to act in accordance with these Rules.

(j) *Secretary to the Board* means the Secretary to the System Board.

(k) *Subcommittee Chair* means the chair of a Standing Subcommittee or Special Subcommittee.

(l) *Subcommittee* means a subcommittee of a Committee of the System Board and includes a Standing Subcommittee and Special Subcommittee.

(m) *System Board* means the eleven-member Board of Directors charged with governing the Cook County Health and Hospitals System pursuant to the Cook County Ordinance Establishing the Cook County Health and Hospitals System.

(n) *Vice Chair* means the Vice Chair of the System Board.

Rule 3. Interpretation, force and effect.

(a) *Applicability*. The meetings and actions of the System Board, including all of its Committees, shall be governed by these Rules.

(b) *Effective date.* These Rules shall be in full force and effect upon adoption by the System Board, and shall remain in full force and effect except as amended in accordance herewith, or until superseded by new rules.

(c) *Interpretation.* These Rules are to be construed in accordance with the customary American usage and meaning of parliamentary terms and expressions and the plain meaning of the ordinary words appearing herein. In case of ambiguous application, these Rules shall be applied in a manner that fosters openness, accountability and fairness in the operation of the System Board.

Rule 4. Organization.

(a) *Officers*. Each year at its Annual Meeting, the System Board shall elect Directors to serve as Chair and Vice Chair. A Director may be elected to either of the officer positions for successive terms.

(1) Chair.

The Chair shall preside at all meetings of the System Board; shall appoint the members of all Committees and designate their Committee Chair; and shall be an ex-officio member, without vote, of all Committees to which the Chair is not an appointed member, unless the Chair is appointed to serve as a substitute member in order to achieve a quorum pursuant to Rule 4, Organization, Section 4(d)(5). Unless otherwise instructed by the System Board, the Chair may, at his or her discretion, refer matters before the System Board to the proper Committee of said System Board for consideration and recommendation. The Chair or the Chair's designee shall be responsible for all correspondence of the System Board.

(2) Vice Chair.

The Vice Chair shall perform the duties of the Chair in the Chair's absence or in the event of the Chair's resignation, death, disability or recusal pending selection of the Chair's successor at either a regular or Special meeting of the System Board.

(b) *Secretary to the Board*. A full-time Secretary to the Board shall be employed by the CCHHS and shall report directly to the Chair. Additional qualified CCHHS personnel may be approved by the Chair to fulfill the duties of the Secretary to the Board during periods of unavailability or to perform duties and responsibilities assigned by the Secretary to the Board when activity volumes require that additional personnel be assigned for this purpose. The Secretary to the Board shall keep suitable records of all proceedings of each meeting of the System Board and its Committees and Subcommittees. After approval, such records shall be read and signed by the Chair or the Presiding Officer, and attested by the Secretary to the Board. The System Board may have a seal on which shall be engraved the name of the CCHHS, and said seal shall be kept by the Secretary to the Board and used in authentication of all acts of the System Board.

(c) *Committees and Subcommittees*.

(1) There may be Standing and Special Committees of the System Board. The number of members of each Committee shall be determined by the Chair but in no event shall a Committee consist of less than three (3) Director members.

(2) The Standing Committees of the System Board shall be as set forth below:

A. Audit and Compliance. The primary duties of this Committee are to oversee CCHHS's internal audit and corporate compliance functions, as well as oversee the independent audit of CCHHS statutory financial statements. This Committee shall receive and review reports prepared by the internal audit and corporate compliance departments. This Committee shall oversee the selection of independent auditors for the CCHHS in accordance with the Ordinance, review accounting policies and financial reporting and disclosure practices of the CCHHS, and review the effectiveness of the CCHHS financial and operating controls. Additionally, the Committee will assist the System Board in fulfilling its oversight responsibilities of the CCHHS corporate compliance effort. This

Committee shall assess its responsibilities as business conditions require, and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

B. Finance. This Committee shall be familiar with and review the income and expenditures of the CCHHS, advise the Chief Executive Officer and the Deputy Chief Executive Officer of Finance and Strategy in preparation of the budget, review the proposed budget in advance of presentation to the System Board, and make recommendations to the System Board on all such financial matters. Additionally, this Committee will develop and present to the System Board recommended multi-year financing plans as provided in the Ordinance. This Committee shall be responsible for developing, implementing and monitoring policies and procedures regarding procurement and contracting for the CCHHS, including providing for appropriate review of purchase contracts by this Committee. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

C. Human Resources: This Committee shall develop and monitor policies and procedures for the CCHHS related to personnel issues with regard to all employees, including physicians and dentists, within the CCHHS, including, but not limited to, position classification, compensation, recruitment, selection, hiring, discipline, termination, grievance, affirmative action, performance management, probationary periods, training, promotion and maintenance of records. This Committee shall receive and review the reports prepared by the CCHHS Chief of Human Resources. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

D. Quality and Patient Safety. The CCHHS Chief Executive Officer, Deputy Chief Executive Officer of Operations, Executive Medical Director, Chief Operating Officer Hospital-Based Services, Chief Operating Officer Ambulatory Services, Medical Director of Ambulatory Services, the Executive Director of Nursing, the President of the Medical Staff of each CCHHS hospital Affiliate, the Medical Director of each Affiliate, the Director of Nursing of each Affiliate, Senior Director Integrated Care Management and the Chief Quality Officer shall be ex-officio members of this Committee without a vote and shall not be considered in determining a quorum. The chair of this Committee or designee may serve as a member of the Joint Conference Committees of the Medical Staffs of the CCHHS hospital Affiliate. The Quality and Patient Safety Committee shall oversee the quality, safety and performance improvement programs of the CCHHS, with the goal of recognizing the critical importance of maintaining high quality service and patient and staff safety and satisfaction. This Committee shall receive reports on pertinent matters of quality, safety, satisfaction, regulatory and accreditation activities at least quarterly from the CCHHS Chief Quality Officer or designee, and shall report on such matters to the System Board. This Committee shall be

responsible for serving as a liaison between the CCHHS' hospital Affiliate Medical Staffs and the System Board. The System Board delegates to this Committee the authority to consider and render a final decision with regard to applications for initial appointment or reappointment to membership on the hospital Affiliate Medical Staffs and for initial clinical privileges or the renewal or modification of clinical privileges; assignment of staff category, department and division; and any special conditions to the appointment or reappointment, consistent with the procedures set forth in applicable CCHHS policies and CCHHS hospital Medical Staff Bylaws. An additional purpose of this Committee is the full and candid discussion of matters which affect the CCHHS' hospital Affiliate Medical Staffs and the System Board. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

E. Managed Care. This Committee shall receive and review reports prepared by the Deputy Chief Executive Officer of Finance and Strategy or designee with regard to the performance of the CountyCare Health Plan and the CCHHS at-risk managed care contracts including reporting on matters concerning quality and patient safety, finance, operations, and State required oversight activities. These reports shall also include briefings on key strategic initiatives regarding the scope and direction of CountyCare and the CCHHS at-risk managed care contracting. This Committee shall also receive and review reports prepared by the Chief Compliance and Privacy Officer with regard to compliance matters involving CountyCare. This Committee shall assist the System Board in its oversight responsibilities regarding CountyCare and the CCHHS at-risk managed care contracts, and provide guidance and make recommendations to CCHHS leadership regarding at-risk managed care operations, finances, compliance matters and strategic initiatives. This Committee shall promote full and candid discussion of critical matters impacting the performance of CountyCare and at-risk managed care contracts as well as impacting the overall performance of CCHHS. This Committee shall serve as a conduit for CountyCare's reporting to the System Board as required by County MCCN contract with the State. The Chair of this Committee shall coordinate with the Chairs of the Audit and Compliance, Finance and Quality and Patient Safety Committees regarding CountyCare and the CCHHS at-risk managed care contract matters relevant to the respective responsibilities of those Committees. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

(3) A Committee may create a Subcommittee. Subcommittees may be either Standing Subcommittees or Special Subcommittees. The motion creating a Subcommittee shall specify the subject matter of the Subcommittee and the number of members to be appointed thereto, and may specify a date upon which the Special Subcommittee shall be abolished.

(4) Following each meeting of a Committee, the Committee Chair or designee shall submit minutes to the System Board for consideration at a meeting of the System Board. The System Board shall either approve or receive and file the Committee minutes. Approval of a Committee's minutes by the System Board shall constitute approval of the actions and/or recommendations contained in the minutes.

Following each meeting of a Subcommittee, the Subcommittee chair or designee shall submit minutes to the Committee for consideration at a meeting of the Committee. The Committee shall either approve or receive and file the Subcommittee minutes. Approval of a Subcommittee's minutes by the Committee shall constitute approval of the actions and/or recommendations contained in the minutes.

(d) *Membership and officers of Committees and Subcommittees.*

(1) The members and Committee Chairs of each Standing Committee shall be appointed annually by the Chair at or around the time of the System Board's Annual Meeting. The members and Committee Chair of a Special Committee shall be appointed by the Chair as needed; and the Chair shall specify the subject matter of the Special Committee, and may specify a reporting date at which time the Special Committee shall be abolished. Unless an earlier or later date is specified by the Chair, Special Committees shall expire one (1) year after their creation. Unless otherwise specified in these Rules, the Chair may appoint non-Director members to a Committee.

The Committee Chair shall appoint the members of a Subcommittee and the Subcommittee Chair. The Committee Chair may appoint non-Director members to a Subcommittee.

The non-Director member of a Committee or a Subcommittee shall not have a vote; shall not be entitled to make or second motions; and shall not be considered for a quorum. Following appointment, non-Director members will be considered for reappointment at the next System Board's Annual Meeting and each Annual Meeting thereafter.

The appointment of Committee or Subcommittee members shall be effective immediately unless otherwise specified by the Chair or Committee Chair. Committee or Subcommittee members shall serve until the Chair or Subcommittee Chair appoints another member to serve in their place or they resign from the Committee, Subcommittee or System Board.

In appointing non-Director members to a Committee or a Subcommittee, the Chair or Committee Chair, respectively, shall appoint individuals who possess expertise with regard to the Committee's or Subcommittee's responsibilities as set forth in these Rules. The non-Director member shall:

1. maintain confidentiality with regard to information obtained in his or her role as a non-Director member;

2. have a fiduciary duty to the CCHHS with regard to any activities arising out of his or her role as a non-Director member; and
3. abide by these Rules including, but not limited to, Rule 6, Conflict of Interest, and Rule 7, Official Position Statements.

(2) The Chair shall be an ex-officio member, without voting rights, of each Committee to which the Chair is not an appointed member. The Chair shall not be considered in determining the presence of a quorum for a meeting of a Committee to which the Chair is not an appointed member, unless the Chair is appointed to serve as a substitute member in order to achieve a quorum pursuant to Rule 4, Organization, Section 4(d)(5).

(3) A vacancy on a Committee or Subcommittee or in the position of Chair of a Committee or Chair of a Subcommittee shall be created when a Director resigns from such position or ceases to be a Director. Resignations shall be made in writing to the Secretary to the Board, who shall promptly notify the Chair and all Directors.

(4) Vacancies on Committees or in the position of Committee Chair shall be filled by the Chair. Vacancies on Subcommittees or in the position of Subcommittee Chair shall be filled by the Chair of the Committee which created the Subcommittee.

(5) The Committee Chair or Subcommittee Chair shall have the authority to call and preside at meetings of their respective Committee or Subcommittee. In the event the number of Directors in attendance at a scheduled meeting of a Committee or Subcommittee is smaller than the number required for a quorum, the Committee Chair or Subcommittee Chair shall have the authority to appoint any Director(s) in attendance at that meeting to serve as a substitute member(s) of that Committee or Subcommittee, for purposes of that meeting only, to the extent necessary to achieve a quorum. Such substitute member(s) shall have voting rights and shall be counted in determining whether a quorum is present. In the event the sitting member subsequently arrives during the meeting, the appointment of the substitute member shall automatically terminate.

(6) Any Director physically present at a meeting or participating by audio or video conference by consent of a majority of the quorum of Directors present and voting, even if not a member of a Committee or Subcommittee, shall be afforded the courtesy of participating in debate on any item before a Committee or Subcommittee.

(e) *Public hearings*. The System Board may hold public hearings as it deems appropriate to the performance of any of its responsibilities. Such public hearings may be held provided that the following requirements are satisfied:

(1) a notice containing the time, place and subject matter of the hearing and solicitation of pertinent public testimony shall be placed on the CCHHS' website and provided to the County for posting on its website.

(2) any other applicable meeting notification requirements found elsewhere in these Rules or law.

(f) *Discharge from a Committee by the System Board*. The System Board may discharge any matter from a Committee.

Rule 5. Parliamentary rules.

(a) *Meetings*.

(1) Meeting Calendar. The System Board shall hold regular meetings pursuant to an annual calendar set by the System Board prior to December 1st of each year. Such calendar shall include the date, time, and location of each regular meeting. The System Board's Annual Meeting shall take place in conjunction with the July Board meeting. The date of a regular meeting or the Annual Meeting may be changed by consensus of the Directors as ascertained by the Secretary to the Board. Notice of the rescheduling of a regular meeting or the Annual Meeting shall be as provided in this Rule 5, Parliamentary rules, Section (g), Prior notice to public; agendas.

(2) Special Meetings. It shall be the duty of the Chair to call Special meetings of the System Board whenever the Chair determines such meetings are necessary. It shall also be the duty of the Committee or Subcommittee Chair to call special meetings of a Committee or Subcommittee whenever the Committee or Subcommittee Chair determines such meetings are necessary. In addition to any notice required by the Open Meetings Act or other applicable law, the Chair must give no less than two (2) business days advance written notice of such Special meetings to the Directors and to the public.

Special meetings of the System Board shall also be held whenever requested by at least one-third of the Directors currently appointed. In addition to any notice required by the Open Meetings Act or other applicable law, the Secretary to the Board or designee must give no less than two (2) business days advance written notice of such Special meetings to the remaining Directors.

Notwithstanding the above provisions, a Special meeting of the System Board may be called in the event that the Chair or one-third of the Directors currently appointed states that an emergency exists. A Special meeting of a Committee may be called in the event that the Committee Chair or one-third of the Directors currently appointed to the Committee states that an emergency exists. The Secretary to the Board or designee must give no less than twenty-four (24) hours advance written notice to the Directors and to the public, unless such notice is not reasonable under the circumstances. In such case notice shall be given as soon as practicable.

All notices of Special meetings must include an agenda for such meeting.

(b) *Presiding Officer*. The Chair shall preside at all meetings of the System Board and shall generally perform the duties customarily performed by a Presiding Officer. In the absence of the Chair, or during the temporary inability of the Chair to act, the Vice-Chair shall preside at meetings of the System Board. If both the Chair and the Vice Chair are unable to preside at the meeting, the System Board shall appoint a Director to preside at that meeting. In the absence of a Committee or Subcommittee Chair, or during the temporary inability of the Committee or Subcommittee Chair to act, the Directors of that Committee or Subcommittee shall appoint a Director who is a member of that Committee or Subcommittee to preside at that meeting. During a closed meeting of the System Board or a Committee or Subcommittee, the Presiding Officer shall determine which non-member individuals remain in the closed meeting.

(c) *Quorum*. A majority of the currently appointed Directors shall constitute a quorum for a meeting of the System Board. A majority of Directors appointed to any Committee or Subcommittee shall constitute a quorum for a meeting of such Committee or Subcommittee. Directors in attendance at a meeting of a Committee or Subcommittee who are appointed to serve as substitute members of that Committee or Subcommittee pursuant to Rule 4, Organization, Section (d)(5), Membership and officers of Committees and Subcommittees, shall be considered in determining whether a quorum is present.

A quorum of Directors must be physically present at the location of a meeting of the System Board, its Committees or Subcommittees. If a quorum of the Directors is physically present at a meeting of the System Board or one of its Committees or Subcommittees, a majority of the Directors present and entitled to vote may allow a Director to attend the meeting by other means if the Director is prevented from physically attending because of: (i) personal illness or disability; (ii) employment purposes or the business of the public body; or (iii) a family or other emergency. "Other means" is by video or audio conference.

If a Director wishes to attend a meeting by other means, the Director must notify the Secretary to the Board before the meeting unless advance notice is impractical.

Non-Director members of a Committee or Subcommittee may participate by other means at the discretion of the Committee or Subcommittee Chair.

(d) *Majority votes*. Actions of the System Board shall require the affirmative vote of a majority of the Directors present and voting at the meeting at which action is taken. Actions of a Committee or Subcommittee of the System Board shall require the affirmative vote of a majority of the Directors present and entitled to vote at the meeting at which action is taken. A vote of "present" shall not be counted in determining the number of Directors voting on a question.

(e) *Absence of quorum*. Should a quorum not be present at any meeting of the System Board or at any Committee or Subcommittee meeting, the meeting shall not thereby stand adjourned, but the Directors present shall be competent to adjourn, receive information or

public testimony but take no formal action, or recess the meeting to a specified date and time by a majority vote of those Directors present and entitled to vote.

(f) *Order of business.*

(1) At each regular meeting of the System Board, the order of business (unless otherwise directed by leave of the System Board) is as follows:

(A) Call to Order and Roll Call
(B) Public Speakers
(C) Employee Recognition
(D) Approval and correction of minutes of previous meetings, and approval of Committee Meeting Minutes
(E) Action Items
(F) Recommendations, Discussion/Information Items
(G) Report of the Chairman
(H) Report of the Chief Executive Officer
(I) Closed Session, as needed
(J) Adjournment

(2) All questions relating to the priority of business of the System Board or a Committee or Subcommittee shall be decided by the Presiding Officer, without debate, subject to appeal.

(*g*) *Public speakers.*

The System Board, a Committee or Subcommittee shall grant members of the public leave to speak for up to three (3) minutes on items pending before the System Board, Committee or Subcommittee. Public speakers must register to speak with the Secretary to the Board prior to the start of the meeting and will be called in the order in which they register. At the discretion of the Presiding Officer, public speakers may speak at the beginning and/or at the end of the agenda for the meeting. In the event the number of public speakers registered requires time beyond that allotted for the agenda, the Directors may recess or adjourn to a day certain to complete hearing public testimony or allow the members of the public to submit written testimony in lieu of speaking before the System Board, a Committee or Subcommittee.

(h) *Prior notice to public; agendas*.

(1) No less than two (2) full business days before any meeting of the System Board or of a Committee or Subcommittee, notice and an agenda for such meeting shall be provided to the Chair, all Directors, all non-Director members and all news media that have requested notice of meetings and shall be posted at the principal office of the System Board and at the location where the meeting is to be held. In addition, notices and agendas of all meetings shall be posted on the CCHHS website, if available, and provided to the County for posting on its website.

(2) The agenda shall briefly describe all matters that will be considered at the meeting. Material pertinent to a matter on a System Board agenda shall be supplied, along with the agenda, to the Chair and to each of the Directors, and all material pertinent to any matter on a Committee or Subcommittee agenda shall be supplied, along with the agenda, to the Committee or Subcommittee Chair and each member of the Committee or Subcommittee. With the exception of materials that are confidential as provided by law, such material shall also be available to the public upon request.

(3) Matters may be placed on the agenda of a System Board meeting by the Chair or any Director. Committee minutes shall be placed on the agenda of a System Board meeting by the Committee Chair or designee. Matters may be placed on the agenda of a Committee or Subcommittee meeting by a Director who is a member of the Committee or the Subcommittee or by the Chair, in his ex-officio capacity.

(4) Matters may be placed on an agenda not later than noon of the day previous to the day on which that agenda is required to be distributed by the Secretary to the Board or at the discretion of the Chair.

It shall be the duty of the Secretary to the Board or designee to prepare, post, and distribute all agendas for meetings of the System Board, and for Committee and Subcommittee meetings.

(5) When practicable, and with the exception of materials that are confidential as provided by law, materials pertinent to a matter on an agenda for meetings of the System Board and its Committees and Subcommittees which have already been distributed to the Directors as part of their back-up material may be posted on the CCHHS website prior to the meeting. Following the meeting, documents presented at the meeting that were not posted to the CCHHS website in advance, with the exception of materials that are confidential as provided by law, may be posted to the CCHHS website.

(i) *Decorum.* The Presiding Officer shall preserve order and decorum, may speak to points of order in preference to other Directors, and shall decide all questions of order, subject to appeal. A Director and non-Director member shall confine herself or himself to the matters before the System Board, avoid personalities, and in general observe all parliamentary rules pertaining to orderly procedure and decorum.

(j) *Recognition for debate*. A Director or non-Director member desiring to obtain the floor shall address the Presiding Officer. If two or more Directors or non-Director members shall properly request recognition, the Presiding Officer shall recognize the one who first spoke. A Director or non-Director member shall not proceed with remarks until recognized and named by the Presiding Officer. The Chair and all Directors and non-Director members shall be given a full opportunity to participate in the debate on all debatable questions, except when a Director has called the previous question.

(k) *Debate*. No Director or non-Director member shall speak more than twice or longer than a total of ten minutes on the same question, without leave of the System Board. Responses by witnesses and CCHHS staff to questions of a Director or non-Director member shall not be counted against the speaking time allotted to such Director or non Director member. The proponent of the item under consideration, or a Committee or Subcommittee Chair whose report is under consideration, as the case may be, shall have the right to open and close debate.

(l) *Voting and roll call.*

(1) If any Director requests it, a roll call upon any question shall be taken and entered in the minutes, but, unless otherwise required by law, a roll call shall not be taken unless called for prior to, during or immediately after any vote on the question.

(2) A roll call once ordered shall not be interrupted. When a roll call has commenced, all debate on the question shall be deemed concluded. During the taking of the roll call, Directors shall respond to the calling of their names by answering "yea," "nay," or "present."

(m) *Division of questions*. If any question presented contains several separable propositions, a demand by any Director to "divide the question" shall be in order.

(n) *Appeal from a ruling of the Presiding Officer*. Any Director entitled to vote may appeal to the System Board, Committee or Subcommittee from a ruling of the Presiding Officer. The Director making the appeal may briefly state the reason for the appeal, and the Presiding Officer may briefly explain the ruling; but there shall be no debate on the appeal and no other Director or non-Director member shall participate in the discussion. The Presiding Officer shall then put the question, "Shall the decision of the Chair [Committee or Subcommittee Chair] be sustained?" If a majority of Directors, including the Presiding Officer, provided he or she is a Director, and the Director bringing the appeal, vote "nay," the decision of the Presiding Officer shall be overruled; otherwise, it shall be sustained. If sustained, the ruling of the Presiding Officer shall be final.

(o) *Personal privilege*. The right of a Director to address the System Board, a Committee or Subcommittee on a question of personal privilege shall be limited to cases in which the Director's integrity, character, or motives are assailed, questioned, or impugned.

(p) *Special order of business*. Any matter before the System Board, a Committee, or Subcommittee referenced in an agenda provided to the Directors, non-Director members and the public in accordance with these rules may be taken out of order by the Presiding Officer.

(q) *Order of precedence during debate*. When a question is under debate, the following motions shall be in order and shall have precedence over each other in order, as listed:

(1) To adjourn to a day certain (amendable, debatable).

(2) To adjourn.
(3) To take a recess (debatable).
(4) To lay on the table.
(5) To call the previous question.
(6) To refer (debatable).
(7) To amend (amendable, debatable).
(8) To defer to a time certain (debatable).
(9) To defer indefinitely (amendable, debatable).

(r) *Motions*. A motion may be made or seconded by any Director of the System Board or by any Director member of a Committee or Subcommittee, including the Presiding Officer.

(1) *Motion to adjourn*.

A motion to adjourn is always in order except:

(A) When a Director has the floor.
(B) When the roll is being called or the Directors are voting.
(C) When the previous motion was a motion to adjourn.
(E) When the "previous question" has been ordered.

When the Presiding Officer has completed going through the items on an agenda of a meeting of the System Board, a Committee or Subcommittee, and it appears that there is no further business, the Presiding Officer may ask, "Is there any further business?" If there is no response, the Presiding Officer may say, "Since there is no further business, the meeting is adjourned," and no motion to adjourn is necessary.

(2) *Motion to reconsider*.

(A)A vote or question may be reconsidered at any time during the same meeting, at a Special meeting called to reconsider the vote or question held prior to the next regular meeting or at the next regular meeting.

(B)A motion for reconsideration, having been once made and decided in the negative, shall not be renewed, nor shall a motion to reconsider be reconsidered.

(C)A motion to reconsider must be made by a Director who voted on the prevailing side of the question to be reconsidered.

(s) *Amendment or suspension of Rules*.

(1) *Suspension of Rules.* Any provision of these Rules may be temporarily suspended by a majority vote of the Directors present and entitled to vote at a System Board meeting

or meeting of a Committee or Subcommittee, upon motion of any Director entitled to vote at the meeting specifying the rule to be suspended.

(2) *Amendment of Rules.* The provisions of these Rules may not be altered or amended in whole or in part except as provided herein. A proposed amendment to the Rules may originate from any Director. The proposed amendment shall be sent in writing to the Chair and to the Secretary to the Board. The Secretary shall place the proposed amendment on the agenda of the next regular meeting of the System Board with notice as provided in these Rules. The proposed amendment is approved by the affirmative vote of a majority of the quorum of Directors present and entitled to vote. An amendment to the Rules shall take effect and be in full force upon approval by the System Board unless otherwise specified.

(t) *Rules for Committee and Subcommittee meetings*. Unless otherwise specified in these Rules, the rules of procedure for all Committee and Subcommittee meetings shall be the same as for System Board meetings.

(u) *Robert's Rules of Order*. The rules of parliamentary practice set forth in "Robert's Rules of Order" (Newly Revised) by Henry M. Robert III, *et al*., shall govern the System Board in all cases in which they are applicable and not inconsistent with the provisions of these Rules.

(v) *Recordings of meetings*. The Secretary to the Board or designee is responsible for audio recording all meetings of the System Board or of a Committee or Subcommittee. The audio recordings of public meetings of the System Board shall be retained by the Secretary to the Board or designee in accordance with applicable law, but in no case for a period shorter than one year. Audio recordings of meetings other than closed sessions shall be available for review upon written request to the Secretary to the Board or designee. Audio recordings of closed sessions shall be retained by the Secretary to the Board or designee in a secure fashion and shall not be available to any person except as required by law.

Rule 6. Conflict of Interest.

While serving on the System Board, Directors and non-Director members shall act in the best interest of the CCHHS in all matters relating to the CCHHS. The provisions of the Cook County Ethics Ordinance, the CCHHS Standard of Conduct (Code of Ethical Conduct) that supplements the Cook County Ethics Ordinance and the CCHHS Conflict of Interest policy shall apply to the Directors and non-Director members. Each Director and non-Director member shall annually affirm that they: (i) have received a copy of the CCHHS Conflict of Interest Policy ("Policy"); (ii) have read and understand the Policy; and (iii) agree to comply with the Policy. Each Director shall also annually complete a Disclosure of Interest Statement which shall be submitted to the CCHHS Chief Compliance Officer. The Directors may adopt a Professional and Ethical Protocol consistent with the Ethics Ordinance.

Any Director or non-Director member who has a conflict of interest in a matter involving the System shall declare the conflict to the System Board, or a Committee or Subcommittee, in open

session, shall disclose the basis for the conflict and shall refrain from participating in the consideration of the matter, except as the Director or non-Director member may be called upon for information.

Rule 7. Official Position Statements

Official position statements of the System Board will be made only after concurrence of a majority of the Directors and shall be issued only through the Chair or the Chair's designee.

July 23, 2008 – Rules of the System Board were approved, as amended
August 7, 2008 – Amendments to the Rules of the System Board were approved, as amended
September 5, 2008 – An Amendment to the Rules of the System Board was approved
May 31, 2012 – Amendments to the Rules of the System Board were approved
August 9, 2012 – Amendments to the Rules of the System Board were approved
September 5, 2012 - Amendments to the Rules of the System Board were approved
July 26, 2013 – Amendments to the Rules of the System Board were approved
December 12, 2014 – Amendments to the Rules of the System Board were approved
January 30, 2015 – Amendments to the Rules of the System Board were approved